

EXHIBIT A

Form of Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W. R. GRACE & CO., et al., ¹)	Case No. 01-01139 (KJC)
)	(Jointly Administered)
Reorganized Debtors.)	
)	Re docket no. _____
)	Hearing Agenda item no. _____

**ORDER REGARDING THE REMAINING CLAIMS OF THE INTERNAL REVENUE
SERVICE**

Upon consideration of the *Reorganized Debtors' Objection to Remaining Claims of Internal Revenue Service (Substantive)* (the "Claims Objection") it appearing that the relief requested is in the best interests of the Reorganized Debtors, their estates, their creditors and other parties in interest; the Court having jurisdiction to consider the Claims Objection and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated February 29, 2012; consideration of the Claims Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b), and that this Court may enter an order consistent with Article III of the United States Constitution; venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:²

¹ The Reorganized Debtors comprise the following entities: W. R. Grace & Co., W. R. Grace & Co.-Conn., Darex Puerto Rico, Inc., Dewey and Almy, LLC, Gloucester New Communities Company, Inc., Grace Chemical Company of Cuba, Grace Energy Corporation, Grace Europe, Inc., Grace International Holdings, Inc., Grace PAR Corporation, W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Kootenai Development Company, Remedium Group, Inc. and Water Street Corporation.

² Capitalized terms not defined herein shall have the meaning ascribed to them in, as the case may be, the Objection or the *First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code of W. R. Grace & Co., et al., the Official Committee of Asbestos Personal Injury Claimants, the Asbestos PI Future*

1. The Claims Objection is granted in its entirety.
2. Claim no. 18553 is disallowed in all respects.
3. Claim no. 830 is disallowed and expunged in its entirety pursuant to Del. Bankr. L.R. 3007-1(d)(iii), because it was amended and superseded by Claim no. 18553.
4. The Department of Treasury-Internal Revenue Service (the “IRS”) shall have no other surviving claims other than: (i) Claim no. 18554 (amending claim no. 2235), in the amount of \$196,111.84; (ii) Claim no. 18553-A (which was originally Claim no. 809 against GEC Management) in the amount of \$138,121.15; and (iii) Claim no. 18553-B (which was originally Claim no. 828 against Homco International) in the amount of \$14,534.93, which claims shall be listed on the Reorganized Debtors’ claims register as “Allowed” in the Allowed Amounts set forth above.
5. The Reorganized Debtors and the IRS are authorized to take all other actions that may be necessary to effectuate the relief granted herein.
6. The Reorganized Debtors shall direct BMC Group, Inc. to mark the claims register to reflect the relief granted herein.
7. Notice of the Claims Objection as provided therein shall be deemed good and sufficient notice of such motion and the requirements of Fed. R. Bankr. P. 3007 and Del. Bankr. L.R. 3007-1.
8. The Court shall retain jurisdiction to hear and determine all matters arising from or relating to the implementation of this Order and the IRS claims set forth above.

Claimants’ Representative, and the Official Committee of Equity Security Holders as Modified Through December 23, 2010 [Docket No. 26368] (as it may be amended or supplemented, the “Plan”).

9. This Order shall be effective and enforceable immediately upon entry and its provisions shall be self-executing and shall not be stayed under Fed. R. Bankr. P. 7062, Fed. R. Bankr. P. 9014 or otherwise.

Dated: _____, 2014

Honorable Kevin J. Carey
United States Bankruptcy Judge